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Page 1 of 8

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MERGER OR SHARE EXCHANGE

Transtector Systems, Inc.

EFFECTIVE DATE
8-2-03

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ARTICLES OF MERGER

OF

L.E.A. INTERNATIONAL, INC.
(a Florida corporation)

WITH AND INTO

TRANSTECTOR SYSTEMS, INC.
(a Delaware corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
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Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: The name of the surviving entity is Transtector Systems, Inc. (the "Surviving Corporation"), and the place of its organization is the jurisdiction of Delaware. The name and place of organization of the entity being merged into the Surviving Corporation is L.E.A. International, Inc. (the "Merged Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), organized in the jurisdiction of Florida, the laws of which permits this merger.

SECOND: A Plan of Merger (the "Plan") was adopted by each of the Constituent Corporations.

THIRD: The Plan was duly approved by unanimous consent by each of the stockholders and boards of directors of each of the Constituent Corporations pursuant to Section 607.1101 of the Florida Business Corporation Act.

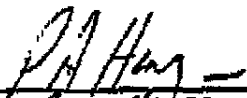
FOURTH: The complete executed Plan is attached hereto as Exhibit A.

FIFTH: The Constituent Corporations have complied with laws of their respective jurisdiction of organization concerning this merger.

SIXTH: The merger shall become effective at 11:59 p.m. on August 2, 2003.

IN WITNESS WHEREOF, L.E.A. International, Inc. and Transtector Systems, Inc. have each caused these Articles of Merger to be signed as of this 20th day of July, 2003.

L.E.A. INTERNATIONAL, INC.

By: 
Name: PAUL HAYES
Title: DIRECTOR

TRANSTECTOR SYSTEMS, INC.


By: 
Name: S. Watson
Title: DIRECTOR

Exhibit A

Plan of Merger

PLAN OF MERGER
OF
L.E.A. INTERNATIONAL, INC.
(a Florida corporation)
WITH AND INTO
TRANSTECTOR SYSTEMS, INC.
(a Delaware corporation)

PLAN OF MERGER (the "Plan of Merger"), dated as of July 30, 2003 by and between L.E.A. International, Inc., a corporation organized and existing under the laws of the State of Florida ("L.E.A. International") and Transtector Systems, Inc., a corporation organized and existing under the laws of the State of Delaware ("Transtector"), with reference to the following recitals:

A. L.E.A. International is a Florida corporation whose issued and outstanding shares of common stock (the "L.E.A. International Common Stock") are solely held by Smiths Group North America, Inc., a Florida corporation.

B. Transtector is a Delaware corporation whose issued and outstanding shares of common stock (the "Transtector Common Stock") are solely held by Smiths Group North America, Inc., a Florida corporation.

C. Each of the Boards of Directors and the stockholders of L.E.A. International and Transtector have adopted resolutions approving this Plan of Merger in accordance with the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act (the "FBCA").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. Transtector and L.E.A. International (such corporate parties to the merger being hereinafter sometimes collectively referred to as the "Constituent Corporations") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan of Merger.

2. Merger, Service of Process. At the Effective Time (as defined in Section 3 hereof), L.E.A. International shall be merged with and into Transtector, which latter corporation shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation." The Surviving

Corporation, which shall continue to be governed by the laws of the State of Delaware, hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of L.E.A. International, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger. A copy of such process shall be mailed by the Secretary of the State of the State of Delaware to the Surviving Corporation at The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801.

3. Filing and Effective Time. A Certificate of Merger shall be filed with the Secretary of State of the State of Delaware and the Department of State of the State of Florida, as appropriate, and such other documents and instruments as are required by, and complying in all respects with, the DGCL and the FBCA shall be delivered to the appropriate state officials for filing. The Merger shall become effective at 11:59 p.m. on August 2, 2003, (the "Effective Time").

4. Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Transtector shall be and thereafter remain the Certificate of Incorporation of the Surviving Corporation, until amended in accordance with applicable law.

5. Bylaws. At the Effective Time, the Bylaws of Transtector shall be and thereafter remain the Bylaws of the Surviving Corporation until altered, amended or repealed in the manner therein provided in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

6. Directors and Officers. At the Effective Time, the directors and the officers of Transtector shall be the directors and the officers of the Surviving Corporation; each such director and officer shall hold office until his resignation or removal, in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

7. Effect of Merger. At the Effective Time, the Merger shall have the effect set forth in the DGCL and the FBCA.

8. Further Assurances. Each of the Constituent Corporations shall use their best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Plan of Merger. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of L.E.A. International acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the merger, or (b) otherwise carry out the purposes of this Plan of Merger, L.E.A. International and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of L.E.A. International or otherwise to take any and all such action.


9. Capital Stock. At the Effective Time, each share of L.E.A. International Common Stock, issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and cease to exist. At the Effective Time, each issued and outstanding share of Transtector Common Stock shall continue to be issued and outstanding and shall represent shares of stock of the Surviving Corporation.

10. Amendment or Termination. Notwithstanding shareholder approval of this Plan of Merger, this Plan of Merger may be amended or terminated at any time on or before the Effective Date by agreement of the Boards of Directors of the Constituent Corporations.



11. Counterparts. This Plan of Merger may be executed in counterparts each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

IN WITNESS WHEREOF, the parties hereto pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors and stockholders of each of L.E.A. International and Transtector, have duly executed this Plan of Merger as of the day and year first written above.

L.E.A. INTERNATIONAL, INC.
a Florida corporation

By: 
Name: S. Wilson
Title: DIRECTOR

TRANSTECTOR SYSTEMS, INC.
a Delaware corporation

By:  
Name: S. Wilson P. Hayes
Title: DIRECTOR DIRECTOR